

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 10th day of October, 1995 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional shoreland within the Fairbanks Recording District for the purpose of constructing and maintaining a new diversion dike that extends from the pipeline right-of-way at pipeline milepost (PLMP) 196 into the Dietrich River floodplain. The purpose of the diversion dike is to control river bank erosion and protect the Trans-Alaska Pipeline System (TAPS) by preventing the development of an active river channel over the buried pipeline at this location. The diversion dike will be situated within the NW1/4 of Section 15, of Township 34 North, Range 10 West, Fairbanks Meridian, Alaska. The shoreland requested for construction of the dike consists of approximately 3.4 acres.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the shorelands described as:

Township 34 North, Range 10 West, Fairbanks Meridian, Alaska.

Those shorelands lying below the ordinary high water mark of the Dietrich River within the NW1/4 of Section 15 within the following described area:

A 300 foot by 500 foot area centered on the centerline of the new dike intersecting the westerly Trans Alaska Pipeline right-of-way boundary line opposite pipeline station 10344+63, containing 3.4 acres, more or less, as depicted on the drawing submitted with the application labeled "Plan - Limits of Construction - Proposed Spur Dike and Pilot Channel at PLMP 196.0 Along the Dietrich River - Sheet 2 of 3 - Dated Jan. 4, 1993".

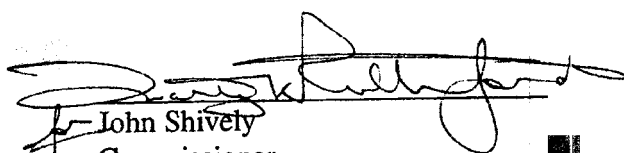
Located within the Fairbanks Recording District


The land described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574. This AMENDMENT shall be consummated after the issuance of the Notice to Proceed, construction and review/acceptance of the as-built survey for the diversion dike, said as-built to be tied to the pipeline centerline.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

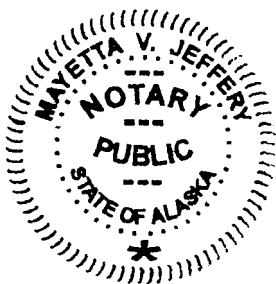
LESSEE

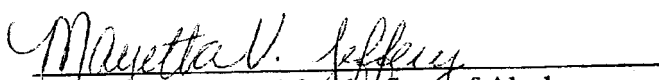

John Shively
Commissioner
Department of Natural Resources


Annie E. Rensdahl
Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 10th day of October, 1995, before me, personally appeared Marty K. Rutherford ^{Assistant} Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.




Notary Public in and for the State of Alaska
My Commission expires June 22, 1999

STATE OF ALASKA

THIRD JUDICIAL DISTRICT

) ss
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THIS IS TO CERTIFY that on the 4th day of October, 1995, before me, personally appeared DENNIS E. PRENDEVILLE, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

Kyle D. Gauthier
Notary Public in and for the State of Alaska
My Commission expires 11/25/97

Kyle D. Gauthier, Notary Public
State of Alaska
My Commission Expires 11/25/97